

**Corporate Filings for Sequa Corporation,
a Delaware Corporation**

9122859



Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "SEQUA CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-EIGHTH DAY OF MARCH, A.D. 1929, AT 1 O'CLOCK P.M.

CERTIFICATE OF RETIREMENT, FILED THE THIRD DAY OF DECEMBER, A.D. 1930, AT 9 O'CLOCK A.M.

CERTIFICATE OF RETIREMENT, FILED THE NINTH DAY OF JULY, A.D. 1932, AT 9 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWELFTH DAY OF JULY, A.D. 1932, AT 9 O'CLOCK A.M.

CERTIFICATE OF RETIREMENT, FILED THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1933, AT 9 O'CLOCK A.M.

CERTIFICATE OF RETIREMENT, FILED THE TWENTY-SIXTH DAY OF JUNE, A.D. 1936, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE EIGHTEENTH DAY OF MARCH,

0256017 8310

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7821530

DATE: 02-18-10

Delaware

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The First State

A.D. 1937, AT 3 O'CLOCK P.M.

CERTIFICATE OF RETIREMENT, FILED THE FIRST DAY OF DECEMBER,

A.D. 1938, AT 9 O'CLOCK A.M.

CERTIFICATE OF RETIREMENT, FILED THE TWENTY-FIRST DAY OF
JUNE, A.D. 1944, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SEVENTH DAY OF JULY,
A.D. 1944, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE EIGHTH DAY OF JULY,
A.D. 1944, AT 9 O'CLOCK A.M.

CERTIFICATE OF RETIREMENT, FILED THE SEVENTEENTH DAY OF
JULY, A.D. 1944, AT 1 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE SEVENTEENTH DAY OF JULY,
A.D. 1944, AT 1:01 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE
FIFTEENTH DAY OF NOVEMBER, A.D. 1944, AT 9 O'CLOCK A.M.

CERTIFICATE OF RETIREMENT, FILED THE TWENTY-SIXTH DAY OF
JULY, A.D. 1945, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "GENERAL
PRINTING INK CORPORATION" TO "SUN CHEMICAL CORPORATION", FILED
THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 1945, AT 11 O'CLOCK A.M.



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The First State

CERTIFICATE OF DESIGNATION, FILED THE FIFTH DAY OF FEBRUARY,
A.D. 1946, AT 10 O'CLOCK A.M.

CERTIFICATE OF RETIREMENT, FILED THE FOURTH DAY OF APRIL,
A.D. 1946, AT 11 O'CLOCK A.M.

CERTIFICATE OF RETIREMENT, FILED THE EIGHTEENTH DAY OF
OCTOBER, A.D. 1946, AT 11 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE ELEVENTH DAY OF OCTOBER,
A.D. 1956, AT 10 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE
TWENTIETH DAY OF AUGUST, A.D. 1957, AT 9 O'CLOCK A.M.

CERTIFICATE OF RETIREMENT, FILED THE TWENTIETH DAY OF
FEBRUARY, A.D. 1963, AT 9 O'CLOCK A.M.

CERTIFICATE OF RETIREMENT, FILED THE TENTH DAY OF FEBRUARY,
A.D. 1964, AT 9 O'CLOCK A.M.

CERTIFICATE OF RETIREMENT, FILED THE FIRST DAY OF MARCH,
A.D. 1965, AT 9 O'CLOCK A.M.

CERTIFICATE OF RETIREMENT, FILED THE FOURTH DAY OF FEBRUARY,
A.D. 1966, AT 9 O'CLOCK A.M.


CERTIFICATE OF AMENDMENT, FILED THE FIFTH DAY OF MAY, A.D.
1966, AT 9 O'CLOCK A.M.

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DATE: 02-18-10

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The First State

CERTIFICATE OF RETIREMENT, FILED THE SECOND DAY OF FEBRUARY,
A.D. 1967, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTIETH DAY OF JUNE,
A.D. 1967, AT 9 O'CLOCK A.M.

CERTIFICATE OF RETIREMENT, FILED THE FOURTEENTH DAY OF
FEBRUARY, A.D. 1968, AT 9 O'CLOCK A.M.

CERTIFICATE OF RETIREMENT, FILED THE SIXTH DAY OF FEBRUARY,
A.D. 1969, AT 9 O'CLOCK A.M.

CERTIFICATE OF RETIREMENT, FILED THE SIXTH DAY OF FEBRUARY,
A.D. 1970, AT 9 O'CLOCK A.M.

CERTIFICATE OF RETIREMENT, FILED THE TWENTY-FIFTH DAY OF
MAY, A.D. 1970, AT 9 O'CLOCK A.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE TWENTY-NINTH
DAY OF DECEMBER, A.D. 1972, AT 3:10 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-NINTH DAY OF
DECEMBER, A.D. 1972, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE SEVENTH DAY OF MAY, A.D.
1973, AT 9 O'CLOCK A.M.

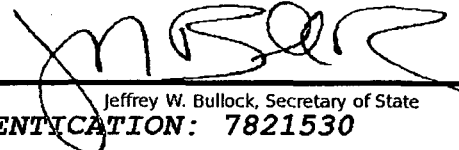
CERTIFICATE OF REDUCTION, FILED THE NINTH DAY OF JULY, A.D.
1973, AT 9 O'CLOCK A.M.



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Jeffrey W. Bullock, Secretary of State
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The First State

CERTIFICATE OF REDUCTION, FILED THE EIGHTH DAY OF JULY, A.D.
1974, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE NINTH DAY OF AUGUST, A.D.
1974, AT 9 O'CLOCK A.M.

CERTIFICATE OF REDUCTION, FILED THE SEVENTH DAY OF JULY,
A.D. 1975, AT 9 O'CLOCK A.M.

CERTIFICATE OF REDUCTION, FILED THE SIXTH DAY OF JULY, A.D.
1976, AT 10 O'CLOCK A.M.

CERTIFICATE OF REDUCTION, FILED THE FIFTH DAY OF JULY, A.D.
1977, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTIETH DAY OF APRIL,
A.D. 1980, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE NINETEENTH DAY OF FEBRUARY,
A.D. 1985, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE THIRTY-FIRST DAY OF
MARCH, A.D. 1986, AT 12 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE SEVENTH DAY OF MAY, A.D.
1986, AT 9 O'CLOCK A.M.

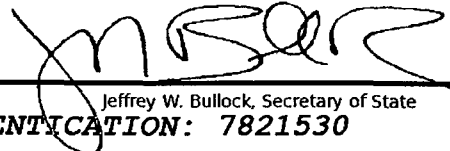
CERTIFICATE OF AMENDMENT, FILED THE NINETEENTH DAY OF
DECEMBER, A.D. 1986, AT 2:30 O'CLOCK P.M.



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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7821530

DATE: 02-18-10

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The First State

CERTIFICATE OF AMENDMENT, FILED THE NINETEENTH DAY OF
DECEMBER, A.D. 1986, AT 2:31 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-THIRD DAY OF
DECEMBER, A.D. 1986, AT 3:05 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SUN
CHEMICAL CORPORATION" TO "SEQUA CORPORATION", FILED THE EIGHTH
DAY OF MAY, A.D. 1987, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SEVENTH DAY OF
AUGUST, A.D. 1987, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY
OF AUGUST, A.D. 1987.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE
SIXTEENTH DAY OF OCTOBER, A.D. 1989, AT 10 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE NINTH DAY OF OCTOBER,
A.D. 1990, AT 10 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE FIFTH DAY OF NOVEMBER,
A.D. 1992, AT 4 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE NINTH DAY OF JUNE, A.D.
1999, AT 10 O'CLOCK A.M.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7821530

DATE: 02-18-10

Delaware

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The First State

CERTIFICATE OF DESIGNATION, FILED THE FIFTEENTH DAY OF
NOVEMBER, A.D. 2000, AT 8:30 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRD DAY OF MAY, A.D.
2007, AT 5:12 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE THIRD DAY OF DECEMBER, A.D.
2007, AT 9:43 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "SEQUA CORPORATION".

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE BEEN PAID TO DATE.

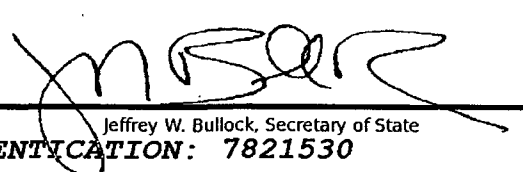
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE
BEEN FILED TO DATE.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7821530

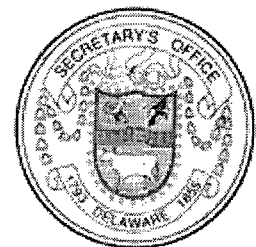
DATE: 02-18-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for SEQUA CORPORATION whose file number is 0256017 on 02/18/2010 under request number 100151845 for authentication number 7821530.



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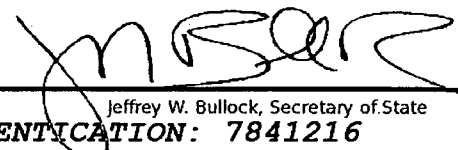
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "GENERAL PRINTING INK CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF MARCH, A.D. 1929, AT 1 O'CLOCK P.M.



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at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841216

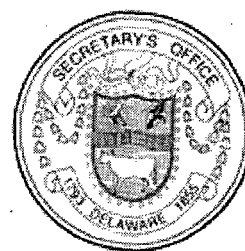
DATE: 03-01-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for SEQUA CORPORATION whose file number is 0256017 on 03/01/2010 under request number 100226678 for authentication number 7841216.



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CERTIFICATE OF INCORPORATION
of
GENERAL PRINTING INK CORPORATION
(A Delaware Corporation)

FIRST: The name of the Corporation is
GENERAL PRINTING INK CORPORATION.

SECOND: The name of the county and city within the county in which the principal office or place of business of the Corporation is to be located in the State of Delaware is the County of New Castle, City of Wilmington, and the name of the resident agent of the Corporation is The Corporation Trust Company of America. The street and number of such principal office or place of business is No. 7 West Tenth Street, and the address by street and number of said resident agent is No. 7 West Tenth Street, in said City of Wilmington, County of New Castle, State of Delaware.

THIRD: The nature of the business and the objects or purposes to be transacted, promoted or carried on by the Corporation are:

1. To carry on the business of ink makers, printers, stationers, bookbinders, lithographers, stereotypers, electrotypes, photographic printers, photolithographers, engravers, die-sinkers and blank-book manufacturers, including the printing of books, pamphlets, periodicals, newspapers, posters, circulars, envelopes, bill and letterheads, cards, tags, labels, commercial, financial and law blanks, and papers and forms of every kind and description;

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2. To make, manufacture, produce, prepare, compound, acquire, develop, experiment with, hold, use, buy, sell, dispose of, import, export, and generally deal in and with any and all kinds of inks, colors, dyes, varnishes, oils, paints, driers, dry colors, lacquers, enamels, chemicals, explosives, paste, mullage, sealing wax, typewriter ribbons, ink pads, carbon paper, pulps, papers, cardboards, boxes, packages, bags, books and any other article or articles of a like or similar nature;

3. To make, manufacture, construct, produce, prepare, acquire, develop, experiment with, hold, use, equip, repair, remodel, operate, buy, sell, lease, install, import, export, and generally deal in and with any and all kinds of printing machines, printing presses, rollers, paper cutting, numbering and ruling machines, and any and all other kinds of machinery, devices, utensils and supplies used by ink makers, printers, stationers, bookbinders, lithographers, stereotypers, electrotypers, photographic printers, photolithographers, engravers, die-sinkers and blank-book manufacturers, and any apparatus, accessories and improvements thereof of every kind and description;

4. To make, manufacture, construct, produce, prepare, acquire, develop, experiment with, hold, use, equip, repair, remodel, operate, buy, sell, lease, install, import, export, and generally deal in and with any and all kinds of machines, machinery, engines, motors, dynamos, apparatus, instruments, fixtures, appliances, devices, contrivances and other articles, and any apparatus, accessories and improvements thereof of every kind and description;

5. To take, buy, purchase, exchange, take on lease and sublease, and otherwise acquire, own, use, hold, occupy, manage, control, maintain, improve, develop, mortgage and otherwise encumber, sell, assign, transfer, convey, lease, sublease and otherwise dispose of, and generally deal in and with real estate, real property, and any and all inter-

ests and rights therein and thereto, located in any part of the world;

6. To purchase, lease and otherwise acquire, erect, construct, make, improve, maintain and operate, or aid in or subscribe towards the erection, construction, making, improvement, maintenance and operation of, mills, factories, plants, laboratories, shops, printing establishments, store houses, tanks, buildings, roads, water courses, reservoirs, docks, piers, wharves, machinery, cars and other rolling stock, steamers, steamboats, tugs, barges, vessels, works and structures of every kind and description, in so far as the same may appertain to or be useful in the conduct of the business of the Corporation;

7. To adopt, apply for, obtain, register, purchase, lease and otherwise acquire, maintain, protect, hold, control, own, use, exploit, operate, introduce, develop, pledge, sell, assign, grant, grant licenses and other rights with respect to and otherwise dispose of, and generally deal in and with inventions, improvements, processes, copyrights, patents, trade-marks, formulae, trade names, labels, distinctive marks and similar rights of any nature and whether or not granted, registered or established by or under the laws of the United States or of any State thereof or of any other country or place;

8. To subscribe for, purchase and otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, mortgage, assign, deposit, create trusts with respect to, sell, exchange and otherwise dispose of and generally deal in and with securities of every kind and description of any government, state, territory, district, municipality or other political or governmental division or subdivision, body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization or entity whatsoever, located in or organized under the laws of any part of the world, including (with-

out limiting the generality of the foregoing) stocks, shares, voting trust certificates, bonds, mortgages, debentures, notes, land trust certificates, warrants, rights, scrip, commercial paper, choses in action, evidences of indebtedness, certificates of interest and other obligations and securities of any nature howsoever evidenced; to acquire and become interested in any such securities by original subscription, underwriting, participation in syndicates and otherwise and in respect of whether or not such securities are fully paid or subject to further payments or assessments; to exercise any and all rights, powers and privileges of individual ownership and interest in respect of any such securities, including the right to vote thereon and otherwise act with respect thereto; to pay any assessments that may be levied upon any such securities; to receive, collect and dispose of interest, dividends, rights, profits, income and emoluments of any kind whatsoever from any such securities and transactions:

9. For any purpose, upon any terms and without limit, to borrow or raise money and to issue, draw, make, accept, endorse, guarantee, sell and dispose of bonds, debentures, notes, drafts, bills of exchange, warrants, certificates of indebtedness, certificates of interest and other obligations and securities of the Corporation, secured or unsecured and howsoever evidenced, and as security therefor to mortgage, pledge, convey, assign in trust or grant any charge or impose any lien upon all or any part of the real or personal property, rights, interests or franchises of the Corporation, whether owned by it at the time or thereafter acquired, and to lend money or other property with or without collateral security;

10. To promote, finance, aid and assist, financially and otherwise, any body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization or other entity, located in or organized under

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the laws of any part of the world, any stock, share, voting trust certificate, bond, mortgage, debenture, note, right, warrant, scrip, commercial paper, choses in action, contract, evidence of indebtedness, certificate of interest or other obligation or security of which is held directly or indirectly by or for the Corporation, or in the business, financing or welfare of which the Corporation shall have any interest; and in connection therewith to guarantee or become surety for the performance of any undertaking or obligation of any such entity, and to guarantee by endorsement or otherwise the payment of the principal of or interest or dividends on or sinking fund payments with respect to any such security of any such entity or any other payments whatsoever to be made by it; and to join in any reorganization with respect to any such entity;

11. To promote, institute, enter into, conduct, perform, assist or participate in every kind of commercial, mercantile, manufacturing, mining, or industrial enterprise, business, work, contract, undertaking, venture and operation in any part of the world; and for any such purpose to purchase, lease and otherwise acquire, take over, hold, sell, liquidate and otherwise dispose of the real estate, plants, equipment, inventory, merchandise, materials, stock, good will, rights, franchises, patents, trademarks and trade names and other properties of corporations, associations, partnerships, firms, trustees, syndicates, individuals, combinations, organizations and other entities located in or organized under the laws of any part of the world; to continue, alter, extend and develop their business, assume their liabilities, guarantee or become surety for the performance of their obligations, reorganize their capital and participate in any way in their affairs, and to take over as a going concern and to continue in its own name any business so acquired;

12. To pay for any property, securities, rights or interests acquired by the Corporation in cash or other prop-

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e. y, rights or interests held by the Corporation or by issuing and delivering in exchange therefor its own property, stock, shares, bonds, debentures, notes, warrants for stock, certificates of indebtedness or other obligations or securities howsoever evidenced;

13. To purchase, hold, cancel, reissue, sell, resell and transfer, ~~as permitted by law~~, shares of its own capital stock and its own bonds, debentures, warrants, rights, scrip or other obligations or securities of any nature howsoever evidenced; provided that shares of its own capital stock belonging to the Corporation shall not be voted upon directly or indirectly;

14. To carry on all or any part of its business, objects or purposes as principal, factor, agent, contractor, trustee or otherwise, either alone or associated with any corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization or entity in any part of the world;

15. In carrying on its business and for the purpose of furthering its objects and purposes, to enter into and perform agreements and contracts of any nature with any government, state, territory, district, municipality, political or governmental division or subdivision, body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization or entity whatsoever;

16. To conduct its business in any and all branches thereof, so far as permitted by law, in the State of Delaware, other States, the District of Columbia, the territories, colonies, possessions and dependencies of the United States and in foreign countries, and to maintain one or more offices and agencies either within or anywhere without the State of Delaware, and to hold, purchase,

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mortgage, convey and otherwise deal in and with real and personal property out of as well as within the State of Delaware;

17. To exercise any and all powers and privileges which it might now or hereafter be lawful for any corporation to exercise under and in pursuance of the General Corporation Law of the State of Delaware or any other law that may now or hereafter be applicable to the Corporation;

18. To do any and all other acts and things necessary, appropriate or convenient for the furtherance of the business, objects and purposes herein enumerated and for the exercise of the powers herein conferred.

19. The foregoing clauses of this Article Third shall be construed as purposes, objects and powers, and the matters expressed in each clause shall not be limited in any way, except as otherwise expressly provided, by reference to or inference from the terms of any other clause (or any other matter within the same clause), but shall be regarded as independent purposes, objects and powers. The enumeration of specified purposes, objects and powers shall not be considered to exclude, limit or restrict in any manner any power, right or privilege given to the Corporation by law, or to limit or restrict the meaning of the general terms or the general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

20. Nothing herein contained shall be construed as authorizing the Corporation to possess the power of issuing bills, notes, or other evidences of debt for circulation as money, or the power of carrying on the business of receiving deposits of money, or the business of buying gold and

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silver bullion or foreign coins, or the business of banking or insurance. The Corporation shall not have the power to construct, maintain or operate public utilities within the State of Delaware, or the right of taking and condemning lands in the State of Delaware.

21. Nothing herein contained shall be construed as giving the Corporation any rights, powers or privileges not permitted to it by law, but the occurrence within any of the foregoing clauses of this Article Third of any purpose, power or object prohibited by the laws of the State of Delaware or of any other State or of any district, territory, colony, dependency or foreign country in which the Corporation may carry on business shall not invalidate any other purpose, power or object not so prohibited, by reason of contiguity or apparent association therewith.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is Five Hundred Thousand (500,000), all of which are to be without par value.

A statement of the designations and the powers, preferences and rights, and the qualifications, limitations and restrictions thereof, of all classes of stock of the Corporation is as follows:

1. The Corporation shall have authority to issue two classes of capital stock, one to be known as its \$6 Cumulative Preferred Stock (hereinafter called the "Preferred Stock") and the other to be known as its Common Stock (hereinafter called the "Common Stock"). One Hundred Thousand (100,000) shares of said total number of shares shall be Preferred Stock and Four Hundred Thousand (400,000) shares thereof shall be Common Stock.

2. Out of the assets of the Corporation available for dividends, the holders of the Preferred Stock, in

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preference to the requirements of the ^{purchase} ~~sinking~~ fund provided for in the following paragraph 3 and in preference to the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends at the rate of six dollars (\$6) per share per annum, and no more, payable quarterly on the first days of January, April, July and October in each year, such dividends to accrue from the first day of April, 1929, in respect of Preferred Stock issued prior to the first day of July, 1929, and, in respect of Preferred Stock issued on or after the first day of July, 1929, from the first day of the quarterly dividend period in which such Preferred Stock shall be issued, before any sum or sums shall be set aside pursuant to the following paragraph 3 as a ~~sinking~~ fund for the purchase of Preferred Stock and before any dividend shall be declared or paid upon or set apart for, or any other distribution shall be ordered or made in respect of, the Common Stock. Dividends upon the Preferred Stock shall be cumulative, so that if at any time dividends upon the Preferred Stock then outstanding at the rate of six dollars (\$6) per annum from the date of cumulation thereof to the end of the current quarterly dividend period shall not have been paid or declared and a sum sufficient for the payment thereof set apart for such payment, the amount of the deficiency shall be fully paid, but without interest, or dividends in such amount shall be declared on such stock and a sum sufficient for the payment thereof set apart for such payment, before any sum or sums shall be set aside pursuant to the following paragraph 3 as a ~~sinking~~ fund for the purchase of Preferred Stock and before any dividend shall be declared or paid upon or set apart for, or any other distribution

shall be ordered or made in respect of, the Common Stock. Dividends on the Preferred Stock shall be deemed to accumulate from day to day.

3. Out of the assets of the Corporation available for dividends remaining after full cumulative dividends as aforesaid upon the Preferred Stock then outstanding shall have been paid for all past quarterly dividend periods, and after or concurrently with making payment of, or declaring and setting apart for payment, full dividends on the Preferred Stock then outstanding to the end of the current quarterly dividend period.

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The aforesaid obligation to set aside such sum shall be cumulative, so that if on any such date the full amount thereof shall not have been so set aside, whether by reason of the insufficiency of such remaining assets available for dividends, or otherwise, the Corporation thereafter shall set aside as aforesaid a sum equal to the amount of the deficiency before any dividends shall be declared or paid upon or set apart for, or any other distribution shall be ordered or made in respect of, the Common Stock. So long as any Preferred Stock shall be outstanding each sum set aside for such sinking fund shall be applied, from

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and before any dividend shall be declared or paid upon or set apart for, or any other distribution shall be ordered or made in respect of, the Common Stock, the Corporation shall set aside on its books on September 30, 1929, and, so long as any Preferred Stock shall be outstanding, semi-annually on March 31 and September 30 in each year thereafter, the sum of Forty-Five Thousand Dollars (\$45,000) as a fund for the purchase of Preferred Stock; provided, however, that at the close of business on the business day next preceding any such date for the setting aside of such fund, the number of shares of Preferred Stock outstanding shall exceed 45,000, the sum to be set aside on such date as aforesaid shall be Forty-Five Thousand Dollars (\$45,000) plus an amount equal to One Dollar (\$1.00) in respect of each share of Preferred Stock so outstanding in excess of 45,000 shares.

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time to time, as promptly as in the judgment of the Board of Directors may be practicable, to the purchase of Preferred Stock at a price not exceeding \$100 per share plus dividends thereon accrued or in arrears, if obtainable, at public or private sale, from such persons and on such terms as the Board of Directors in its sole discretion shall determine. If and to the extent that any such sum cannot be so applied within six months from the date when the same shall have been so set aside, the moneys remaining in such ~~sinking~~ ^{purchase} fund may be applied by the Corporation, at any time thereafter, to any corporate purpose or purposes free from any restriction or obligation in respect of said ~~sinking~~ ^{purchase} fund. No sum so set aside for the purchase of Preferred Stock shall, during the six months period beginning with the date when the same shall have been so set aside, be made the basis of any dividend upon, or otherwise be distributed among the holders of, Common Stock, nor during said period shall any such sum be depleted or used in any way which would interfere with the application thereof as above required.

Preferred Stock of the Corporation purchased pursuant to the provisions of this paragraph 3 shall not be reissued and no Preferred Stock shall be issued in lieu thereof or in exchange therefor.

4. Out of the assets of the Corporation available for dividends remaining after the requirements in respect of dividends upon the Preferred Stock as set forth in the foregoing paragraph 2 to the end of the then current quarterly dividend period shall have been met, and after the Corporation shall have complied with the provisions of the foregoing paragraph 3 in respect of any and all sums then or ~~therefore~~ ^{purchase} required to be set aside as a ~~sinking~~ fund, then and not otherwise the holders of the Common

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in the event that all or substantially all of the assets of a corporation are acquired by the Corporation through issuance of shares of its stock of any class and/or through issuance of any warrants of the character described above and a surplus arises in connection with such transaction,

Stock, to the exclusion of the holders of the Preferred Stock, shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors. So long as any of the Preferred Stock is outstanding, no dividend or other distribution (except in Common Stock of the Corporation) shall be declared or paid upon or set apart for the Common Stock out of any surplus arising in connection with the original issuance of shares of its stock of any class or in connection with the original issuance of any warrants evidencing rights to subscribe for or purchase shares of its stock of any class, nor shall the Corporation purchase any shares of the Common Stock out of any such surplus; provided, however, that the foregoing restriction shall not apply to such amount of ~~any~~ such surplus as shall be equal to ~~for~~ the net earnings of *any such* corporation ~~the assets of which shall have been acquired by the Corporation as an entirety or substantially so, for the period from the end of the fiscal year of such corporation next preceding the date of the acquisition of its assets by the Corporation to the date of such acquisition, or (b) the net earnings of any corporation which shall have become a subsidiary of the Corporation, for the period from the end of the fiscal year of such corporation next preceding the date when it becomes a subsidiary to such date, all as determined in accordance with good accounting practice by accountants selected by the Board of Directors.~~

5 Subject to the foregoing provisions of this Article Fourth, the Board of Directors shall have power in its discretion to declare and pay dividends upon the shares of stock of the Corporation of any class out of any assets of the Corporation available for dividends. Out of any assets of the Corporation

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available for dividends, the Board of Directors from time to time (a) may use and apply such amount thereof as the Board of Directors in its discretion may deem advisable, for working capital, for maintaining, improving or adding to the property of the Corporation, for expansion of its business, for purchasing or acquiring any shares of stock in accordance with law, or for any other proper purpose, and (b) may set apart such sum or sums as the Board of Directors in its discretion may deem advisable as a reserve for contingencies, for equalizing dividends, for depreciation, for working capital, for maintaining, improving or adding to the property of the Corporation, for expansion of its business, or for any other proper purpose, and may increase, diminish or abolish any such reserve in the manner in which it was created. All assets of the Corporation available for dividends, until actually declared as dividends or used and applied as aforesaid, shall be conclusively deemed to have been set apart as aforesaid for one or more of such purposes; and, anything in this Certificate of Incorporation to the contrary notwithstanding, no holder of any share of stock of the Corporation of any class shall have any right to any dividend thereon unless such dividend shall have been declared by the Board of Directors as aforesaid.

6. The holders of the Preferred Stock shall be entitled to receive out of the assets of the Corporation available for distribution to its stockholders, in the event of any voluntary liquidation, dissolution or winding up of the Corporation, an amount equal to \$105 per share, or, in the event of any involuntary liquidation, dissolution or winding up of the Corporation an amount equal to \$100 per share, plus, in each case, an amount equal to all dividends thereon

accrued or in arrears, whether or not earned or declared, and no more, before any distribution of such assets shall be made to the holders of the Common Stock. If upon any such liquidation, dissolution or winding up of the Corporation, the assets of the Corporation available for distribution to its stockholders shall be insufficient to permit the distribution in full of the amount receivable as aforesaid by the holders of the Preferred Stock, then all such assets of the Corporation shall be distributed ratably among the holders of the Preferred Stock in proportion to the amounts which they respectively would be entitled to receive if such assets were sufficient to permit distribution in full as aforesaid.

After distribution in full of the amount hereinabove stated to be receivable by the holders of the Preferred Stock in the event of any liquidation, dissolution or winding up of the Corporation, the holders of the Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its stockholders, to the exclusion of the holders of the Preferred Stock, ratably in proportion to the number of shares of the Common Stock held by them respectively.

A liquidation, dissolution or winding up of the Corporation, as such terms are used in this paragraph 6, shall not be deemed to be occasioned by or to include (a) any consolidation or merger of the Corporation with or into any other corporation or corporations, or (b) any sale, lease or other transfer of any or all of the assets of the Corporation to another corporation or corporations pursuant to a plan which shall provide for the receipt by the Corporation or its stockholders, as all or the major portion of the consideration for such sale, lease, exchange or disposal, of securities of such other

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corporation or corporations or of any company or companies subsidiary to, controlled by, or affiliated with such other corporation or corporations.

7. The terms "dividends accrued or in arrears" and "full cumulative dividends" whenever used herein with reference to any shares of Preferred Stock shall be deemed to mean that amount which shall be equal to interest at the rate of six per cent. per annum on a sum equal to \$100 for each such share from the date of cumulation to the date as of which such terms are used, less the amount of all dividends paid upon such shares of Preferred Stock to the date as of which such terms are used. The term "date of cumulation" whenever used herein with reference to Preferred Stock shall be deemed to mean (a) in respect of Preferred Stock issued prior to the first day of July, 1929, April 1, 1929, and (b) in respect of Preferred Stock issued on or after the first day of July, 1929, the first day of the quarterly dividend period in which such Preferred Stock shall have been issued. The quarterly dividend periods for the Preferred Stock shall begin, respectively, on the first day of each January, April, July and October in each year.

8. The Preferred Stock at any time outstanding may be redeemed by the Corporation, at its election expressed by resolution of the Board of Directors, in whole at any time or in part from time to time, out of the capital or surplus of the Corporation, at the price of \$105 per share, together with an amount equal to all dividends thereon accrued or in arrears, whether or not earned or declared, to the date fixed by the Board of Directors for the redemption thereof (herein called the redemption date), and no more, such total price being herein called the

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redemption price. If less than all the outstanding Preferred Stock is to be redeemed, the shares to be redeemed may be determined by specific designation by the Board of Directors, or by lot or *pro rata* in such manner as may be prescribed by resolution of the Board of Directors. Not less than 30 nor more than 90 days prior to the redemption date, written notice shall be mailed to each holder of shares of Preferred Stock called for redemption, in a postage prepaid envelope addressed to such holder at his address as shown by the records of the Corporation, giving notice of the election of the Corporation to redeem such shares, stating the redemption date, specifying the place of payment of the redemption price and calling upon such holder to surrender the certificate or certificates representing such shares at such place on or after said date against payment of the redemption price. On and after the redemption date each holder of shares of Preferred Stock so called for redemption shall be entitled to receive payment of the redemption price of such shares (without interest) upon surrender to the Corporation, at the place designated in such redemption notice, of the certificate or certificates therefor properly stamped for transfer (if required) and duly endorsed in blank or accompanied by proper instruments of assignment and transfer thereof duly executed in blank. In case less than all the shares represented by any such certificate are redeemed a new certificate shall be issued representing the unredeemed shares. From and after the redemption date (unless default shall be made by the Corporation in payment of the redemption price), all dividends on shares of Preferred Stock so called for redemption shall cease to accrue, such

shares shall not be deemed to be outstanding for any purpose whatsoever and the rights of the holders thereof shall be limited solely to the right to receive payment of the redemption price as aforesaid. At its election the Corporation prior to the redemption date may deposit the redemption price of the shares of Preferred Stock so called for redemption, in trust for the holders thereof, with a bank or trust company doing business in the Borough of Manhattan in The City of New York and having a capital and surplus of at least \$2,000,000, in which case such redemption notice shall state the date of such deposit, shall specify such bank or trust company as the place of payment of the redemption price, and shall call upon such holders to surrender the certificate or certificates representing such shares at such place on or after a date specified in such redemption notice (which shall be not later than the redemption date) against payment of the redemption price therefor. From and after the date of such deposit all dividends on shares of Preferred Stock so called for redemption shall cease to accrue, such shares shall not be deemed to be outstanding for any purpose whatsoever and the rights of the holders thereof shall be limited solely to the right to receive payment, on or after the date so specified, of the redemption price of such shares (without interest) from such bank or trust company upon surrender thereat, in the manner described above, of the certificate or certificates representing such shares.

Any moneys so deposited which shall remain unclaimed by the holders of such Preferred Stock at the end of six years after the redemption date, together with any interest thereon which shall be allowed by the bank or trust company with which

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the deposit shall have been made, shall be paid by such bank or trust company to the Corporation.

Upon the surrender to the Corporation by holders of Preferred Stock of certificates therefor as in this paragraph 8 provided, the Corporation shall detach from such certificates any warrants that may be attached thereto and the rights to exercise which have not then expired and shall deliver the same to such holders.

Preferred Stock of the Corporation redeemed pursuant to the provisions of this paragraph 8 shall not be reissued and no Preferred Stock shall be issued in lieu thereof or in exchange therefor.

9. Subject to the provisions of the by-laws of the Corporation as from time to time amended, with respect to the closing of the transfer books and the fixing of a record date for the determination of stockholders entitled to vote, at each meeting of the stockholders each holder of record of Preferred Stock and each holder of record of Common Stock shall be entitled to one vote for each share of stock of either such class held by him. Except as otherwise required by the General Corporation Law of the State of Delaware as from time to time amended, the holders of Preferred Stock and the holders of Common Stock shall vote as one class.

10. No holder of any stock of the Corporation of any class now or hereafter authorized shall have any right as such holder (other than such right, if any, as the Board of Directors in its discretion may determine) to purchase, subscribe for or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any part paid receipts or allotment certificates in respect of any such shares, or any securities convertible into or exchangeable for any such shares, or any war-

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rants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire any such shares, whether such shares, receipts, certificates, securities, warrants or other instruments be unissued or issued and thereafter acquired by the Corporation.

11. The Board of Directors of the Corporation shall have authority to authorize the issuance from time to time, without any vote or other action by the stockholders, of all or any shares of the stock of the Corporation of any class now or hereafter authorized, part paid receipts or allotment certificates in respect of any such shares and any securities convertible into or exchangeable for any such shares (whether such shares, receipts, certificates or securities be unissued, or issued and thereafter acquired by the Corporation), in each case to such corporations, associations, partnerships, individuals or others, for such consideration and on such terms as the Board of Directors from time to time in its discretion lawfully may determine, without offering the same or any part thereof to the holders of any stock of the Corporation of any class now or hereafter authorized, subject, however, to the provisions of paragraph 14 hereof with respect to the issuance of shares of Common Stock. In the discretion of the Board of Directors any such shares, receipts, certificates or securities may be offered from time to time to the holders of any class or classes of stock to the exclusion of the holders of any or all other classes of stock at the time outstanding.

12. The Corporation, upon vote of the Board of Directors, from time to time may grant rights or options to subscribe for, purchase or otherwise acquire any shares of stock of the Corporation of

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any class now or hereafter authorized or any bonds or other obligations of the Corporation. Such rights or options (a) may relate to such amounts of any class or classes of such securities, may be exercisable within such periods, or without limit as to time, at such price or prices and otherwise upon such terms and conditions and may confer such rights and privileges, (b) may be granted for such consideration and on such terms and conditions, and to such corporations, associations, partnerships, individuals or others, or to the bearers or registered holders of such warrants or other instruments evidencing such rights or options, (without offering the same in any part thereof to the holders of any stock of the Corporation of any class now or hereafter authorized), and (c) may be granted separately or in connection with the issuance of any bonds, debentures, notes or other evidences of indebtedness or shares of stock of the Corporation of any class now or hereafter authorized, or otherwise, all as the Board of Directors may determine. In the discretion of the Board of Directors any such rights or options may be granted from time to time to the holders of any class or classes of stock to the exclusion of the holders of any or all other classes of stock at the time outstanding. No vote or consent of the stockholders of any class or classes shall be necessary to authorize any such action by the Board of Directors. Nothing contained in this paragraph 12 shall be deemed to authorize the issuance of shares of capital stock of the Corporation of any class having a par value for a consideration less than the par value thereof.

13. In connection with the issuance of 45,000 shares of Preferred Stock of the Corporation presently to be outstanding, the Board of Directors is

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hereby empowered to authorize the issuance of warrants, attached to the certificates for such Preferred Stock, entitling the bearers of such warrants upon surrender thereof and payment of the subscription price in effect at the time of subscription as specified below, at any time at or before 3 p. m., Eastern Standard Time, on April 1, 1934, to subscribe for and receive an aggregate of 45,000 shares of Common Stock at the rate of one share of Common Stock for each share of Preferred Stock represented by the respective certificates to which such warrants are originally attached (subject to increase as hereinafter in this paragraph 13 provided); provided, however, that if the subscription rights evidenced by any such warrant shall be exercised on or before October 1, 1929, the certificate for Preferred Stock to which such warrant was originally attached shall be presented with such warrant at the time of such exercise (unless theretofore any of the shares represented by such certificate shall have been redeemed, in which case such warrant may be exercised without presentation of any stock certificate). Subject to the provisions of this paragraph 13, such warrants shall be in such form and shall contain such terms and provisions as the Board of Directors in its discretion may prescribe.

The prices at which shares of Common Stock may be subscribed for pursuant to such warrants, subject to reduction as hereinafter in this paragraph 13 provided, shall be as follows: (a) the basic subscription price per share for the first period (as hereinafter defined) in respect of subscriptions made on or before April 1, 1931, and (b) the basic subscription price per share for the second period (as hereinafter defined) in respect of subscriptions made after April 1, 1931, and on or before April 1, 1934.

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Anything herein or therein to the contrary notwithstanding, such warrants and all rights thereunder shall expire at 3 p. m., Eastern Standard Time, on April 1, 1934, and no further effect shall be given to any provision of this paragraph 13 after 3 p. m., Eastern Standard Time, on April 1, 1934, or after the exercise of the subscription rights evidenced by all such warrants, whichever shall first occur.

The warrants issued pursuant to this paragraph 13 (in this paragraph 13 called "the warrants") and the rights represented thereby shall be subject to the following terms and conditions:

(a) The period from the date of issuance of certificates for Preferred Stock to which the warrants shall be attached up to and including April 1, 1931, is hereinafter in this paragraph 13 referred to as the "first period", and the period from April 1, 1931, up to and including April 1, 1934, is hereinafter in this paragraph 13 referred to as the "second period". As used in this paragraph 13 the term "basic number of shares for the first period" shall mean 185,000 shares of Common Stock (being approximately the number of shares of Common Stock of the Corporation to be presently outstanding), and the term "basic number of shares for the second period" shall mean the number of shares of Common Stock outstanding, or deemed (as hereinafter in subdivision (3) of this paragraph 13 provided) to be issued and outstanding, on the last day of the first period (other than shares theretofore issued upon the exercise of the warrants and other than shares not exceeding in the aggregate 35,000 theretofore issued and sold to officers and employees of the Corporation and of any of its

subsidiary corporations out of Common Stock specifically reserved for that purpose). The "basic subscription price per share for the first period" shall be \$60. If no reduction of the basic subscription price per share for the first period shall have been made during the first period as hereinafter provided, the "basic subscription price per share for the second period" shall be \$75; but if a reduction of the basic subscription price per share for the first period shall have been made during the first period, the basic subscription price per share for the second period shall be the reduced subscription price per share in effect on the last day of the first period plus \$15. As used in this paragraph 13, the term "first period additional shares" shall mean all shares of Common Stock issued (or deemed, as hereinafter in subdivision (3) of this paragraph 13 provided, to have been issued) by the Corporation during the first period (other than shares issued upon the exercise of the warrants and other than not exceeding in the aggregate 35,000 shares reserved or presently to be reserved for issuance and sale to officers and employees of the Corporation or of any of its subsidiary corporations), in addition to the basic number of shares for the first period, and the term "second period additional shares" shall mean all shares of Common Stock issued (or deemed, as hereinafter in subdivision (3) of this paragraph 13 provided, to have been issued) by the Corporation during the second period (other than shares issued upon the exercise of the warrants and other than such portion of such shares reserved or to be reserved for issuance and sale to officers and employees as afore-

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said, as shall not have been so issued and sold during the first period), in addition to the basic number of shares for the second period. The disposition by the Corporation of Treasury Common Stock (i. e. Common Stock issued and subsequently acquired by the Corporation) shall not be treated as the issuance of such stock for any purpose of this paragraph 13.

(b) In the event that, and whenever, during the first period, the Corporation shall issue first period additional shares for a consideration (computed as hereinafter in this paragraph 13 provided) per share less than the subscription price per share in effect immediately prior to such issuance, then, in each such case, the subscription price per share at which shares of Common Stock thereafter during the first period may be subscribed for pursuant to the warrants (until another such issuance by the Corporation of first period additional shares) shall be the quotient resulting from the division of

(i) the aggregate value in cash of the basic number of shares for the first period taken at the basic subscription price per share for the first period, plus

(ii) the consideration (computed as hereinafter in this paragraph 13 provided) theretofore received by the Corporation upon the issuance of first period additional shares

by the basic number of shares for the first period plus the number of first period additional shares theretofore issued; provided, however, that no subscription price per share in effect at any time during the first period shall be increased during

the first period for any reason whatever, notwithstanding any subsequent issuance of shares of Common Stock for a consideration per share exceeding such subscription price.

(c) In the event that, and whenever, during the second period, the Corporation shall issue second period additional shares for a consideration (computed as hereinafter in this paragraph 13 provided) per share less than the subscription price per share in effect immediately prior to such issuance, then, in each such case, the subscription price per share at which shares of Common Stock thereafter during the second period may be subscribed for pursuant to the warrants (until another such issuance by the Corporation of second period additional shares) shall be determined by a computation identical with that specified in sub-paragraph (b) of this paragraph 13, except that the words "first period", wherever occurring in said sub-paragraph, shall be taken, for purposes of such computation, to mean "second period".

(d) Upon each reduction of the subscription price in either the first period or the second period, the bearer of each warrant thereafter (until another such reduction) shall be entitled to subscribe for (in lieu of the number of shares stated on the face of such warrant), at the subscription price per share in effect at the time of the exercise of the subscription rights evidenced by such warrant, the number of shares, calculated to the nearest hundredth of a share, obtained by multiplying the basic subscription price for such period by the number of shares stated on the face of such warrant and dividing the product so obtained

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by the subscription price per share in effect at the time of the exercise of such subscription rights.

For all purposes of the foregoing sub-paragraphs (a), (b), (c) and (d)

(1) The term "Common Stock" shall be deemed to include stock of the Corporation of every class except stock which shall be preferred as to dividends or assets over the Common Stock authorized by this Certificate of Incorporation as originally filed and which shall not participate equally, share for share, with such Common Stock in earnings or assets remaining after payment in full of the preferential amounts of dividends or assets to which such stock shall be entitled; provided, however, that the shares of Common Stock for which bearers of the warrants shall be entitled to subscribe shall be shares of Common Stock of the character authorized by this Certificate of Incorporation as originally filed or, in case of a reclassification or exchange of such Common Stock, shares of the stock into or for which such Common Stock shall be reclassified or exchanged.

(2) Shares of Common Stock at any time issued as a stock dividend shall be deemed to have been issued for no consideration, and in case of the exchange at any time of new shares of Common Stock for a smaller number of shares of Common Stock theretofore issued, the excess number of such new shares shall be deemed to have been issued as a stock dividend. If at any time the Corporation shall declare a cash dividend on any

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shares of Common Stock and shall contemporaneously or substantially contemporaneously therewith give to the holders thereof the right to subscribe for additional Common Stock at a price which shall net the Corporation in the aggregate substantially the amount of such cash dividend, all shares of Common Stock issued upon the exercise of any such subscription right shall be deemed to have been issued as a stock dividend and the giving of such subscription right shall be disregarded for all purposes of the following subdivision (3).

(3) In case the Corporation at any time shall:

(i) issue any stock of any class or other securities, convertible at any time into Common Stock at a price per share for such Common Stock (which shall be computed by dividing the consideration received by the Corporation upon the issuance of such stock or other securities—determined as hereinafter in this paragraph 13 provided—by the maximum number of shares of Common Stock into which such stock or other securities are at any time convertible without giving effect to any provisions thereof for adjustments of such maximum number in the event of contingencies) less than the subscription price per share under the warrants (determined as in this paragraph 13 provided) in effect immediately prior to the issuance of such convertible stock or other securities, or

(ii) issue any instruments evidencing rights to subscribe for or purchase Com-

mon Stock at any price per share for such Common Stock (without giving effect to any provisions thereof for adjustments of such price in the event of contingencies) less than the subscription price per share under the warrants (determined as in this paragraph 13 provided) in effect immediately prior to such issuance,

then and in each such case the maximum total number of shares of Common Stock which would be issuable upon the conversion of all such convertible stock or other securities or upon the exercise of the subscription or purchase rights evidenced by all such other instruments (without giving effect to any provisions thereof for adjustments in such maximum total number in the event of contingencies) shall be deemed to have been issued at the date of issuance of such convertible stock or securities or such other instruments, as the case may be, for the consideration received by the Corporation upon the issuance of such convertible stock or securities or for the consideration which the Corporation received upon the issuance of such other instruments and would receive if the subscription or purchase rights evidenced thereby were exercised immediately upon the issuance thereof at the minimum price thereunder for such Common Stock (without giving effect to any provisions thereof for adjustments in such minimum price in the event of contingencies), as the case may be, and such maximum total number of shares of Common Stock shall be deemed to be thereafter outstanding. Shares of Common Stock issuable

upon the conversion of such convertible stock or securities or upon the exercise of the subscription or purchase rights evidenced by such other instruments and deemed to have been issued as above provided shall not be recounted when and if such shares are actually issued.

(4) The consideration received by the Corporation upon the issuance of any stock or other securities shall be deemed to be the sum of (i) the cash received by the Corporation upon such issuance, if any, and (ii) the valuation in cash set by the Board of Directors upon all property or services for which such stock or other securities shall have been issued, if any, without deducting from such sum any commission, discount or expenses paid by the Corporation in connection with the underwriting, marketing or sale of such stock or other securities; provided, however, that in case the Corporation shall issue any securities or certificates representing shares of its stock having attached thereto instruments evidencing rights to subscribe for or purchase Common Stock, the consideration received by the Corporation upon the issuance of such instruments shall be deemed to be such portion of the aggregate consideration (computed as hereinafter provided) received by the Corporation upon the issuance of such instruments and securities or certificates as the Board of Directors shall fix as the fair value of such instruments.

(e) If the Corporation shall be consolidated with, or merged into, any other corporation or

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corporations, or shall sell or otherwise dispose of all, or substantially all, of its property, assets, business and good will, as an entirety, lawful provision shall be made, as part of the terms of such consolidation, merger, sale or disposal, so that thereafter the bearer of each warrant shall be entitled, upon the exercise of the subscription rights evidenced by his warrant and upon payment of the amount hereinafter in this sub-paragraph (e) referred to, to receive, in lieu of the shares of Common Stock theretofore issuable upon the exercise of such subscription rights, the shares of stock, other securities, cash or property which such bearer would have received if (i) immediately prior to such consolidation, merger, sale or disposal he had owned the shares of Common Stock then issuable to him upon the exercise of the entire subscription rights evidenced by his warrant and (ii) he had exchanged such shares of Common Stock pursuant to the terms of such consolidation, merger, sale or disposal. The amount so payable by such bearer shall be a sum equal to the aggregate amount which would have been payable upon the exercise, immediately prior to such consolidation, merger, sale or disposal of all the subscription rights then evidenced by his warrant, plus, in case such consolidation, merger, sale or disposal shall have been consummated in the first period and the subscription by such bearer shall be made in the second period, a sum equal to \$15 for each share of Common Stock which would have been issuable to such bearer upon the exercise, immediately prior to such consolidation, merger, sale or disposal of all the subscription rights then evidenced by his

warrant. In case there shall be more than one such consolidation, merger, sale or disposal, lawful provision shall be made, as part of the terms of the second and any succeeding consolidation, merger, sale or disposal, so that thereafter the bearer of each warrant shall be entitled, upon the exercise of the subscription rights evidenced by his warrant and upon payment of the amount hereinabove in this sub-paragraph (e) referred to, to receive the shares of stock, other securities, cash or property which such bearer would have held at the time of such exercise if he had exercised such rights immediately following the first such consolidation, merger, sale or disposal, and thereafter continuously had held the shares of stock, other securities, cash or property received by him on such exercise and/or all stock, other securities, cash or property distributable in respect thereof upon all such subsequent consolidations, mergers, sales or disposals. Lawful provision having been so made, from and after the first such consolidation, merger, sale or disposal, all rights of the bearers of the warrants shall cease and determine (including the right to subscribe for shares of Common Stock and all rights with respect to further reductions of the warrant subscription price and adjustments of the number of shares of Common Stock which may be subscribed for upon the exercise thereof) except the right to subscribe for and receive during the life of the warrants such shares of stock, other securities, cash or property as above provided.

(f) If the warrant subscription price shall be reduced and the number of shares of Common

Stock which may be subscribed for upon the exercise of the warrants shall be increased, or if any property other than shares of Common Stock shall become deliverable in lieu of shares of Common Stock upon the exercise of the warrants, then and in each such case the Corporation shall forthwith (1) file with each warrant agent, if any, appointed by the Corporation a certificate executed by the President or a Vice-President and attested by the Secretary or an Assistant Secretary of the Corporation, stating the reduced warrant subscription price per share and the increased number of shares, or specifying the kind and amount of such property, as the case may be, and setting forth in reasonable detail the method of calculation thereof and the facts upon which such calculation is based, and (2) cause a notice stating the fact of such reduction in the warrant subscription price per share and of such increase in the number of shares which may be so subscribed for, or the fact that such kind and amount of property are so deliverable in lieu of each share of Common Stock, as the case may be, to be published at least once in one daily newspaper printed in the English language and published and of general circulation in the Borough of Manhattan, The City of New York. No such warrant agent shall be under any duty to make any investigation or inquiry as to the statements contained in any such certificate or as to the manner in which any such calculation was made, but may accept such certificate or report as conclusive evidence of the statements therein contained, and shall be fully protected with respect to any and all acts done or actions taken or suffered by it in reliance thereon.

(g) In case the Corporation shall fix a record date or close the transfer books for the determination of the holders of the Common Stock entitled:

(i) to receive the initial dividend; or

(ii) to receive any property (whether cash, stock or otherwise) upon any distribution by way of dividend or otherwise, other than dividends payable at a rate equal to or lower than that of the last dividend theretofore paid; or

(iii) to receive any rights to purchase or subscribe for any shares of stock of any class or any securities convertible into any such shares;

then and in each such case the Corporation, at least ten days prior to such record date or such date on which the transfer books are to be closed, as the case may be, shall cause a notice thereof to be published at least once in one daily newspaper printed in the English language and published and of general circulation in the Borough of Manhattan, The City of New York, and shall also cause a notice thereof to be mailed to the registered holders of all shares of Preferred Stock originally issued with warrants attached, at their respective record addresses appearing on the books of the Corporation.

(A) A warrant shall be deemed to have been exercised and the person exercising the same shall be deemed to have become the holder of record of the shares of Common Stock subscribed for thereunder, for the purpose of receiving dividends and for all other purposes whatsoever, as

of the date when the warrant is presented and surrendered to the Corporation in accordance with its terms, accompanied by payment in cash of the subscription price of such shares thereunder.

(i) No fractional shares of Common Stock shall be issued for fractions of shares deliverable upon the exercise of the warrants but in lieu thereof the Corporation shall issue scrip certificates with respect to such fractions in bearer or registered form (but only in denominations representing one or more one-hundredths of the right to receive one share) which shall be exchangeable, if surrendered on or before such date not later than October 1, 1934, as the Board of Directors may determine, with other scrip certificates of like tenor together representing in the aggregate the right to receive one or more full shares of Common Stock, for certificates for such full shares and scrip certificates of like tenor with respect to any excess fractions of a share. Such scrip certificates shall be issued in such form as the Board of Directors may determine, except that the same shall become void after the date determined by the Board as aforesaid and except that the bearers or registered owners thereof shall not be entitled to vote, to receive dividends, or to have any other rights of a stockholder.

(j) In the event that a meeting of stockholders shall be called to consider and take action on a proposal for the voluntary dissolution of the Corporation other than in connection with a consolidation or merger of the Corporation with or into any other corporation or corpora-

tions or in connection with a sale or other disposal of all, or substantially all, of the property, assets, business and good will of the Corporation as an entirety, then and in that event the Corporation shall cause a notice thereof to be published at least once in one daily newspaper printed in the English language and published and of general circulation in the Borough of Manhattan, The City of New York, at least twenty days prior to the date fixed as a record date or the date of closing the transfer books for the determination of the stockholders entitled to vote at such meeting. If such notice shall have been so given and if such a voluntary dissolution shall be duly authorized at such meeting or any adjournment thereof, then from and after the date on which such voluntary dissolution shall have been so authorized, the subscription rights represented by the warrants and all other rights with respect thereto shall cease and determine.

14. Of the authorized Common Stock an amount sufficient to provide for the exercise, in accordance with their respective terms, of all warrants and other instruments, at the time outstanding, evidencing rights to subscribe for, purchase or otherwise acquire Common Stock, shall at all times be reserved solely for issuance upon such exercise and if at any time the amount of Common Stock reserved for such purpose shall be less than the amount then required to be reserved, the Board of Directors of the Corporation shall forthwith take such action as shall be necessary to reserve out of the authorized Common Stock such additional amount thereof as shall then be required. Neither any Common Stock in addition to the 185,000

00037

shares presently to be outstanding, nor any warrants or other instruments evidencing rights to subscribe for, purchase or otherwise acquire Common Stock in addition to the warrants authorized by paragraph 13 hereof shall at any time be issued unless and until (a) the amount of the authorized Common Stock to be unissued after such issuance of additional Common Stock or warrants or other instruments shall at least equal the amount thereof required as aforesaid to be reserved for the purpose of providing for the exercise of all warrants and other instruments to be outstanding after such issuance which evidence rights to subscribe for, purchase or otherwise acquire Common Stock and (b) the Corporation shall have taken effective corporate action to provide for the issuance of such reserved Common Stock upon the exercise of all such warrants and other instruments.

FIFTH: The minimum amount of capital with which the Corporation will commence business is one thousand dollars.

SIXTH: The names and places of residence of each of the incorporators are as follows:

Name	Residence
G. V. Lane	Wilmington, Delaware
C. S. Kesthler	Wilmington, Delaware
F. E. Gray	Wilmington, Delaware

SEVENTH: The Corporation is to have perpetual existence.

C0038

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

NINTH: The number of directors of the Corporation shall be fixed by the by-laws and may be increased or decreased from time to time in the manner specified therein; provided, however, that the number of directors shall not be less than three. In the event of any increase in the number of directors, the additional directors may be elected as in the by-laws provided. Elections of directors need not be by ballot. Directors of the Corporation need not be stockholders. Any director may be removed at any time, either for or without cause, by the affirmative vote of stockholders holding of record in the aggregate at least a majority of the outstanding shares of stock of the Corporation entitled to vote, given at a special meeting of the stockholders called for the purpose.

TENTH: In furtherance, not in limitation, of the powers conferred upon the Board of Directors by statute, the Board of Directors is expressly authorized, without any vote or other action by stockholders other than such as at the time shall be expressly required by statute or by the provisions of this Certificate of Incorporation (and amendments thereof, if any) or of the by-laws, to exercise all of the powers, rights and privileges of the Corporation (whether expressed or implied in this Certificate of Incorporation or conferred by statute) and do all acts and things which may be done by the Corporation, including, but without limiting the generality of the foregoing, the right

(a) to make, adopt, alter, amend and repeal from time to time by-laws of the Corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the Board of Directors;

(b) by resolution or resolutions, passed by a majority of the total authorized number of directors, to designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and which may have power to authorize the seal of the Corporation to be affixed to all papers which may require it, such committee or committees to have such name or names as may be stated in the by-laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors;

(c) to determine from time to time, subject to the laws of the State of Delaware, whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders; and, except as conferred by the laws of the State of Delaware, no stockholder shall have any right to inspect any account, book or document of the Corporation unless and until authorized so to do by resolution of the Board of Directors or of the stockholders entitled to vote; and

(d) to mortgage, pledge, hypothecate and otherwise encumber all or any of the property of the Corporation, whether real, personal or otherwise.

ELEVENTH: Both the stockholders and the Board of Directors shall have power to hold their meetings either within or without the State of Delaware, and the books

of the Corporation (so far as not prohibited by the laws of said State) may be kept outside of the State of Delaware at such place or places as from time to time may be designated by the Board of Directors.

TWELFTH: No director of the Corporation shall be disqualified by his office from dealing or contracting with the Corporation as vendor, purchaser or otherwise, nor shall any contract or other transaction of the Corporation be void or voidable by reason of the fact that any of its directors or any firm or association of which any of its directors are members or any corporation of which any of its directors are stockholders, directors or officers, is in any way interested in such transaction or contract, provided that the fact of such interest be disclosed or known to the Board of Directors and provided that the Board of Directors shall authorize, approve or ratify such contract or transaction by the vote (not counting the vote of any such director) of a majority of a quorum, notwithstanding the presence of any such director at the meeting at which such action is taken. Such director or directors may be counted in determining the presence of a quorum at such meeting. No director shall be liable in any way with respect to any such transaction or contract which shall be authorized, approved or ratified as aforesaid. This Article Twelfth shall not be construed to invalidate or in any way affect any contract or other transaction which would otherwise be valid under the common or statutory law applicable thereto.

THIRTEENTH: Subject to the limitations provided for by the General Corporation Law of the State of Delaware, as from time to time amended, the Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights herein conferred upon stockholders are granted subject to such reservation.

We, the undersigned, being each of the incorporators hereinbefore mentioned, for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware, 1915, and the acts amendatory thereof and supplemental thereto, do make, file and record this certificate, hereby declaring and certifying that the facts herein stated are truly set forth, and, accordingly, have signed and sealed this certificate this *27th* day of March, A. D. 1929.

A. V. Kamm.
O. B. Peabbles
L. E. Gray

In the presence of:


Albert H. Miller

STATE OF DELAWARE, }
 COUNTY OF NEW CASTLE, } ss.:

BE IT REMEMBERED, that on this *22nd* day of March, A. D. 1929, personally came before me *Albert H. Miller*, a Notary Public for the State of Delaware, *G. V. Lane*, *C. S. Burkholder*, and *L. E. Bray*, all of the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said Certificate to be the act and deed of the signers, respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Albert H. Miller
 Notary Public.

A circular notary seal for Albert H. Miller, Notary Public, State of Delaware. The seal contains the text "ALBERT H. MILLER", "NOTARY PUBLIC", and "STATE OF DELAWARE" around a central emblem.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GENERAL PRINTING INK CORPORATION", CHANGING ITS NAME FROM "GENERAL PRINTING INK CORPORATION" TO "SUN CHEMICAL CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 1945, AT 11 O'CLOCK A.M.

0256017 8100

100226678

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841217

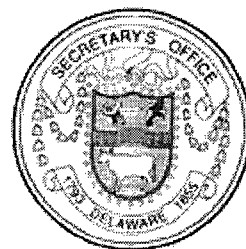
DATE: 03-01-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for SEQUA CORPORATION whose file number is 0256017 on 03/01/2010 under request number 100226678 for authentication number 7841217.



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GENERAL PRINTING INK CORPORATION

CERTIFICATE OF AMENDMENT

of

CERTIFICATE OF INCORPORATION

General Printing Ink Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware

DOES HEREBY CERTIFY

1. That herein set forth is an amendment to Article First of the Certificate of Incorporation, as heretofore amended, to wit:

Amend Article First of the Certificate of Incorporation by striking out such Article First and substituting in lieu thereof Article First reading as follows:

First: The name of the Corporation is

SUN CHEMICAL CORPORATION

2. That the foregoing amendment to the Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 26 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, General Printing Ink Corporation has caused its corporate seal to be hereunto affixed and this Certificate to be signed by its President and its Secretary this 27th day of November, 1945.

GENERAL PRINTING INK CORPORATION

By

Carl H. S. H.
President

William A. Talbot
Secretary

1

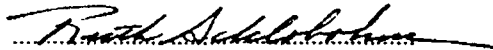
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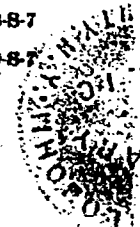


STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

BE IT REMEMBERED, that on the 27th day of November, A.D., 1945 before me RUTH SCHLOBOHM, a Notary Public in and for the County and State aforesaid, personally came ALBIN K. SCHOEPP, President of General Printing Ink Corporation, a corporation of the State of Delaware, the Corporation described in and which executed the foregoing Certificate, known to me personally to be such, and he, the said ALBIN K. SCHOEPP as such President, duly executed said Certificate before me and acknowledged the said Certificate to be his act and deed and the act and deed of said Corporation, and that the signatures of said President and of the Secretary of said Corporation to the foregoing Certificate are in the handwriting of said President and Secretary of said Corporation respectively, and that the seal affixed to said Certificate is the corporate seal of said Corporation, and that his act of sealing, executing, acknowledging and delivering the said Certificate was duly authorized by the Board of Directors and stockholders of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal the day and year aforesaid.


RUTH SCHLOBOHM
Notary Public, Kings County
Kings Co. Clerk's No. 960, Reg. No. 868-S-7
Certificates Filed In
N. Y. Co. Clerk's No. 313, Reg. No. 1269-S-7
Commission Expires March 30, 1947



00163

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CASCO PRODUCTS CORPORATION", A CONNECTICUT CORPORATION,
WITH AND INTO "SUN CHEMICAL CORPORATION" UNDER THE NAME OF
"SUN CHEMICAL CORPORATION", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1972, AT
4:30 O'CLOCK P.M.

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AUTHENTICATION: 7863223

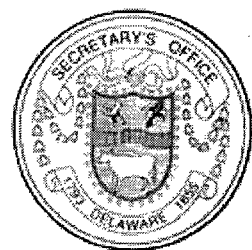
DATE: 03-11-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for SEQUA CORPORATION whose file number is 0256017 on 03/11/2010 under request number 100226678 for authentication number 7863223.



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CERTIFICATE OF OWNERSHIP AND MERGER

-of-

CASCO PRODUCTS CORPORATION,
A Wholly Owned Subsidiary

-into-

SUN CHEMICAL CORPORATION
(Surviving Delaware Corporation)

FIRST: The name of the parent surviving corporation in the merger is Sun Chemical Corporation, incorporated under the laws of the State of Delaware, under the name of General Printing Ink Corporation.

SECOND: The Plan of Merger is as set forth in the following resolution, adopted by the Board of Directors of Sun Chemical Corporation on December 29, 1972:

RESOLVED, that this Corporation hereby adopt the following Plan of Merger

Plan of Merger
Merging
Casco Products Corporation
into Sun Chemical Corporation

1. Pursuant to this Plan, Casco Products Corporation, a Connecticut corporation, will be merged into and with Sun Chemical Corporation, a Delaware Corporation, such merger to take effect as of the close of business on December 29, 1972.

2. No shares of Sun Chemical Corporation will be issued as a result of the merger.

3. There will be no amendments or changes made to the charter of the surviving corporation as part of the merger.

THIRD: The merger is permitted by the laws of the jurisdiction of each constituent corporation and is in compliance therewith.

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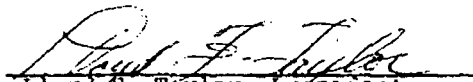
FOURTH: Sun Chemical Corporation owns 100 percent of the outstanding shares of Casco Products Corporation.

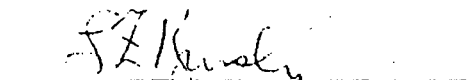
FIFTH: The Secretary of State of the State of Connecticut is designated as the agent of Sun Chemical Corporation upon whom process in any action or proceeding against it may be served. The address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation is Sun Chemical Corporation, 200 Park Avenue, New York, New York 10017.

IN WITNESS WHEREOF, the undersigned Lloyd F. Taylor and Stuart Z. Krinsly, president and secretary respectively of Casco Products Corporation and Norman E. Alexander, and Bernard M. Jaffe, president and secretary respectively of Sun Chemical Corporation, have signed this certificate and affirm the truth of the statements contained therein under penalties of perjury.

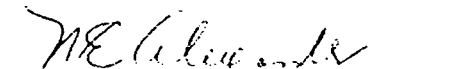
Dated at New York, New York this day of December 29, 1972.

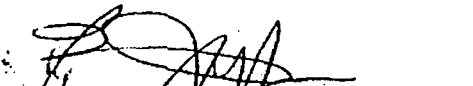
CASCO PRODUCTS CORPORATION


Lloyd F. Taylor, President


Stuart Z. Krinsly, Secretary

SUN CHEMICAL CORPORATION


Norman E. Alexander, President


Bernard M. Jaffe, Secretary



00264


FOURTH: Sun Chemical Corporation owns 100 percent of the outstanding shares of Casco Products Corporation.


FIFTH: The Secretary of State of the State of Connecticut is designated as the agent of Sun Chemical Corporation upon whom process in any action or proceeding against it may be served. The address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation is Sun Chemical Corporation, 200 Park Avenue, New York, New York 10017.

IN WITNESS WHEREOF, the undersigned Lloyd F. Taylor and Stuart Z. Krinsly, president and secretary respectively of Casco Products Corporation and Norman E. Alexander, and Bernard M. Jaffe, president and secretary respectively of Sun Chemical Corporation, have signed this certificate and affirm the truth of the statements contained therein under penalties of perjury.

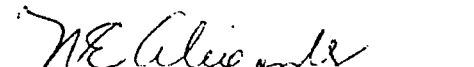
Dated at New York, New York this day of December 29, 1972.

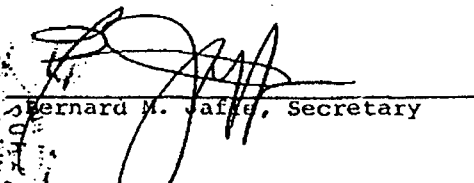
CASCO PRODUCTS CORPORATION


Lloyd F. Taylor, President


Stuart Z. Krinsly, Secretary

SUN CHEMICAL CORPORATION


Norman E. Alexander, President


Bernard M. Jaffe, Secretary



00264

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

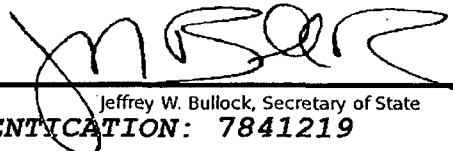
"I.D.C. ACQUISITION CORP.", A NEW YORK CORPORATION,
WITH AND INTO "SUN CHEMICAL CORPORATION" UNDER THE NAME OF
"SUN CHEMICAL CORPORATION", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 1986, AT 12
O'CLOCK P.M.

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100226678

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841219

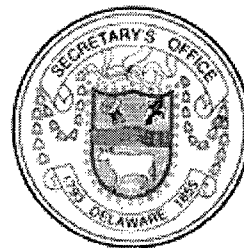
DATE: 03-01-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for SEQUA CORPORATION whose file number is 0256017 on 03/01/2010 under request number 100226678 for authentication number 7841219.



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CERTIFICATE OF OWNERSHIP
MERGING
I.D.C. ACQUISITION CORP.
INTO
SUN CHEMICAL CORPORATION
PURSUANT TO SECTION 253 OF THE
GENERAL CORPORATION LAW OF DELAWARE

12 noon
FILED

MAR 31 1986

Handwritten signature
SECRETARY OF STATE

Sun Chemical Corporation, a corporation incorporated on the 28th day of March, 1929, pursuant to the provisions of the General Corporation Law of the State of Delaware (the "Corporation") does hereby certify that the Corporation owns all the capital stock of I.D.C. Acquisition Corp., a corporation incorporated under the laws of the State of New York, and that the Corporation, by a resolution of its board of directors duly adopted at a meeting held on the 27th day of March, 1986, determined to and did merge into itself I.D.C. Acquisition Corp. which resolution is set forth as follows:

WHEREAS, the Corporation lawfully owns all the outstanding stock of I.D.C. Acquisition, a corporation organized and existing under the laws of the State of New York, and

WHEREAS, the Corporation desires to merge into itself, I.D.C. Acquisition Corp. and to be possessed of all the estate, property, rights, privileges and franchises of said corporation be it.

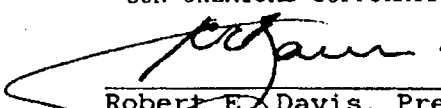
RESOLVED, that the Corporation merge I.D.C. Acquisition Corp. into itself and assume all of its liabilities and obligations, such merger to be effective on such date as the appropriate officers of the Corporation may deem proper and in accordance with applicable law, and be it further

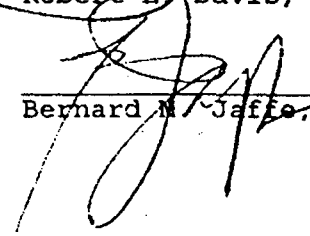
RESOLVED, that the president or a vice-president, and the secretary or treasurer of the Corporation be and they hereby are directed: to make and execute, under the corporate seal of the Corporation, a certificate of ownership setting forth a copy of the foregoing resolution and the date of adoption thereof; to file the same in the office of the Secretary of the State of Delaware; and to file a certified copy thereof in the office of the Recorder of Deeds of New Castle County, and be it further

RESOLVED, that the officers of the Corporation be and they hereby are authorized and directed to do all acts and things which may be necessary or proper to effect said merger.

IN WITNESS WHEREOF, we hereunto sign our names and
affirm that the statements made herein are true under the
penalties of perjury this 27th day of March, 1986.

SUN CHEMICAL CORPORATION


Robert E. Davis, President

Attest: 
Bernard M. Jaffe, Secretary

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SUN CHEMICAL CORPORATION", CHANGING ITS NAME FROM "SUN CHEMICAL CORPORATION" TO "SEQUA CORPORATION", FILED IN THIS OFFICE ON THE EIGHTH DAY OF MAY, A.D. 1987, AT 9 O'CLOCK A.M.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841220

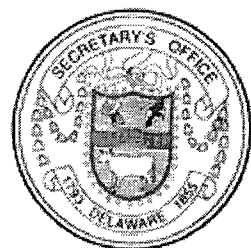
DATE: 03-01-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for SEQUA CORPORATION whose file number is 0256017 on 03/01/2010 under request number 100226678 for authentication number 7841220.



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CERTIFICATE OF AMENDMENT
of
CERTIFICATE OF INCORPORATION
of
SUN CHEMICAL CORPORATION

FILED

MAY 8 1987

John
Michael
SECRETARY OF STATE

We, the undersigned, being the Senior Executive Vice President and the Senior Vice President and Secretary, respectively, of SUN CHEMICAL CORPORATION, a Delaware corporation (the "Corporation"), do hereby certify as follows:

FIRST: That the Certificate of Incorporation of the Corporation is hereby amended by amending Article First to read in its entirety as follows:

The name of the corporation is SEQUA CORPORATION.

SECOND: That the foregoing amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of Delaware.

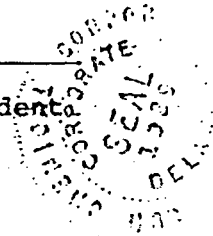
IN WITNESS WHEREOF, we have signed and attested this Certificate this 7th day of May, 1987.

Stuart Z. Krinsly

Stuart Z. Krinsly
Senior Executive Vice President

Attest

Bernard M. Jaffe
Bernard M. Jaffe
Senior Vice President
and Secretary



Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SPECIAL PRODUCTS ENGINEERING CORPORATION", A MASSACHUSETTS CORPORATION,

WITH AND INTO "SEQUA CORPORATION" UNDER THE NAME OF "SEQUA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 1987, AT 9 O'CLOCK A.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF AUGUST, A.D. 1987.



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841221

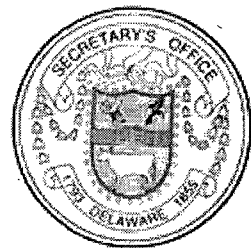
DATE: 03-01-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for SEQUA CORPORATION whose file number is 0256017 on 03/01/2010 under request number 100226678 for authentication number 7841221.



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FILED

AUG 27 1987

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CERTIFICATE OF OWNERSHIP AND MERGER

of

SPECIAL PRODUCTS ENGINEERING CORPORATION

(a Massachusetts corporation)

into

SEQUA CORPORATION

(a Delaware corporation)

It is hereby certified that:

1. Sequa Corporation (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of stock of Special Products Engineering Corporation which is a business corporation of the State of Massachusetts.

3. The laws of the jurisdiction of organization of Special Products Engineering Corporation permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

4. The Corporation hereby merges Special Products Engineering Corporation into the Corporation.

5. The following is a copy of the resolutions adopted on August 25, 1987 by the Board of Directors of the Corporation to merge the said Special Products Engineering Corporation into the Corporation:

RESOLVED that Special Products Engineering Corporation be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Special Products Engineering Corporation be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Special Products Engineering Corporation in its name.

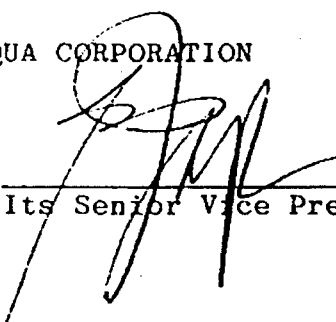
RESOLVED that this Corporation assume all of the obligations of Special Products Engineering Corporation.

RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Massachusetts, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Special Products Engineering Corporation and in any other appropriate jurisdiction.

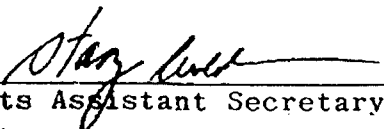
RESOLVED that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be August 31, 1987, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time.

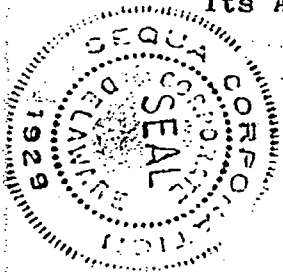
Executed on August 25, 1987.

SEQUA CORPORATION

By: 
Its Senior Vice President

Attest:


Its Assistant Secretary



Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"RFD, INC.", A VIRGINIA CORPORATION,


WITH AND INTO "SEQUA CORPORATION" UNDER THE NAME OF "SEQUA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF OCTOBER, A.D. 1990, AT 10 O'CLOCK A.M.

0256017 8100M

100226678

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841222

DATE: 03-01-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for SEQUA CORPORATION whose file number is 0256017 on 03/01/2010 under request number 100226678 for authentication number 7841222.



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CERTIFICATE OF OWNERSHIP AND MERGER
of
RFD, INC. (a Virginia corporation)
into
SEQUA CORPORATION (a Delaware corporation)

IT IS HEREBY CERTIFIED THAT:

1. Sequa Corporation (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of RFD, Inc. which is a business corporation of the State of Virginia.
3. The laws of the jurisdiction of organization of RFD, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges RFD, Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on August 23, 1990 by the Board of Directors of the Corporation to merge the said RFD, Inc. into the Corporation:

RESOLVED, that the Corporation merge RFD, Inc. into itself and assume all of its liabilities and obligations, such merger to be effective as of July 31, 1990; and it is further

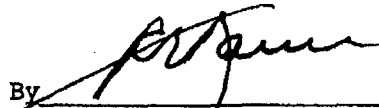
RESOLVED, that the President or any Vice President, and the Secretary or Treasurer of the Corporation be and they hereby are directed to make and execute, under the corporate seal of the Corporation, a certificate of ownership setting forth a copy of the foregoing resolution and the date of adoption thereof; to file the same in the office of the Secretary of State of the State of Delaware and to file a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and it is further

RESOLVED, that the officers of the Corporation be and they hereby are authorized and directed to do all acts and things which may be necessary or proper to effect said merger.

Executed on August 23, 1990.

SEQUA CORPORATION

By


Robert E. Davis, President

ATTEST:


Ira A. Schreger, Secretary

Delaware

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

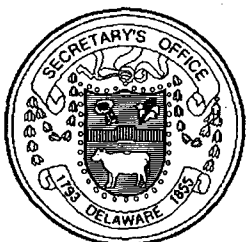
"JANUS SYSTEMS, INC.", A DELAWARE CORPORATION,

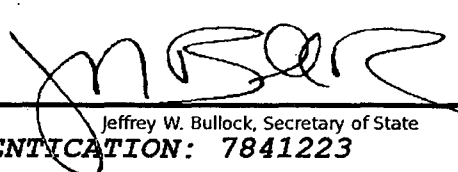
WITH AND INTO "SEQUA CORPORATION" UNDER THE NAME OF "SEQUA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF NOVEMBER, A.D. 1992, AT 4 O'CLOCK P.M.

0256017 8100M

100226678

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841223

DATE: 03-01-10

Delaware

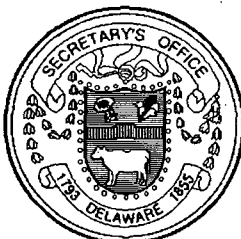
PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"JANUS SYSTEMS, INC.", A DELAWARE CORPORATION,

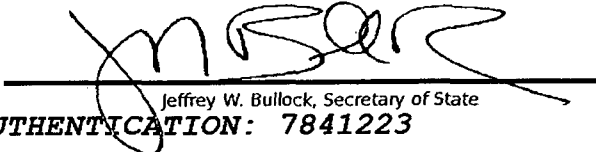
WITH AND INTO "SEQUA CORPORATION" UNDER THE NAME OF "SEQUA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF NOVEMBER, A.D. 1992, AT 4 O'CLOCK P.M.



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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841223

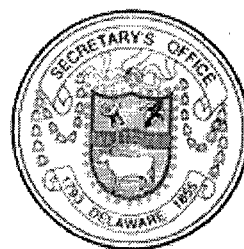
DATE: 03-01-10



State of Delaware

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CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
JANUS SYSTEMS, INC.
INTO
SEQUA CORPORATION

SEQUA CORPORATION, a corporation organized and existing under the laws of Delaware

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on March 28, 1929, pursuant to the the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Janus Systems, Inc., a corporation incorporated on the 4th day of April, 1985, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of the Executive Committee of the Board of Directors of this corporation, duly adopted on the 30th day of October, 1992, determined to and pursuant to section 253 of the Delaware Corporation Law, does hereby merge into itself said Janus Systems, Inc.:

RESOLVED, that the proper officers of the Corporation be and they hereby are authorized to effect the merger of Janus Systems, Inc. into Sequa Corporation; and upon the effective date of said merger, this Corporation assumes said subsidiary's obligations; and be it further

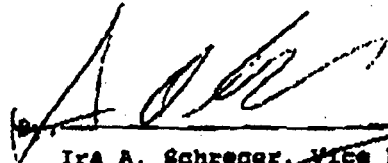
RESOLVED, that the merger of the foregoing subsidiary shall be effective upon the date of filing with the Secretary of State of Delaware of the Certificate of Ownership and Merger hereinafter referred to; and be it further

RESOLVED, that the proper officers of this Corporation be, and they hereby are, directed to make and execute under the corporate seal of this Corporation, a Certificate of Ownership and Merger setting forth a copy of the resolutions to merger said subsidiary into this Corporation, and for this Corporation to assume its liabilities and obligations on the date of adoption hereof, and to cause the same to be filed with the Secretary of State and a certified copy in the Office of the Recorder of Deeds of New Castle County, and to do all acts and things whatsoever required, whether within or without the State of Delaware, which may in any way be necessary or proper to effect said merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be terminated and abandoned by the Board of Directors of SEQUA CORPORATION at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said SEQUA CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by Ira A. Schreger, its Vice President and attested by Ellen T. Harmon, its Assistant Secretary, this 2nd day of November, 1922.

SEQUA CORPORATION


Ira A. Schreger, Vice President

(Corporate Seal)

ATTEST:

By: Ellen T. Harmon
Ellen T. Harmon
Assistant Secretary

Delaware

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

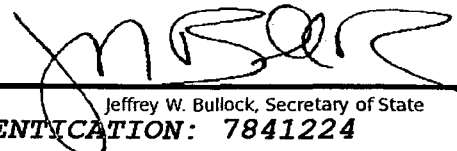
"BLUE JAY MERGER CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "SEQUA CORPORATION" UNDER THE NAME OF "SEQUA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF DECEMBER, A.D. 2007, AT 9:43 O'CLOCK A.M.

0256017 8100M

100226678

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841224

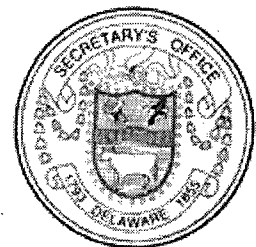
DATE: 03-01-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for SEQUA CORPORATION whose file number is 0256017 on 03/01/2010 under request number 100226678 for authentication number 7841224.



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CERTIFICATE OF MERGER
OF
BLUE JAY MERGER CORPORATION
INTO
SEQUA CORPORATION

Pursuant to Section 251(c) of the General
Corporation Law of the State of Delaware

The undersigned officer on behalf of Sequa Corporation, a Delaware corporation,
does hereby certify that:

FIRST: The names and states of incorporation of the constituent corporations to
this merger are as follows:

Sequa Corporation - Delaware

Blue Jay Merger Corporation - Delaware

SECOND: An Agreement and Plan of Merger has been approved, adopted,
certified, executed and acknowledged by each of the constituent corporations in accordance with
Section 251 of the General Corporation Law of the State of Delaware (the "DGCL").

THIRD: The name of the corporation surviving the merger is Sequa Corporation.

FOURTH: That by virtue of the merger provided for herein, the Certificate of
Incorporation of the surviving corporation as in effect immediately prior to the merger shall be
amended to read in its entirety as set forth on Exhibit A attached hereto and, as so amended, shall
be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement and Plan of Merger is on file at the office of the
surviving corporation. The address of such office is Sequa Corporation, 200 Park Avenue, New
York, New York 10166. A copy will be provided, upon request and without cost, to any stock-
holder of either constituent corporation.

SIXTH: This Certificate of Merger (the "Certificate") shall be effective at such
time as the Certificate is filed with the Secretary of State of the State of Delaware in accordance
with the provisions of Section 103 and 251(c) of the DGCL.

IN WITNESS WHEREOF, Sequa Corporation has caused the Certificate to be executed in its corporate name this 3rd day of December, 2007.

Sequa Corporation

/s/ Martin Weinstein

By: _____

Name: Martin Weinstein

Title: Vice Chairman and Chief Executive Officer

EXHIBIT A

CERTIFICATE OF INCORPORATION

OF

SEQUA CORPORATION

FIRST: The name of the corporation (hereinafter sometimes referred to as the "Corporation") is:

Sequa Corporation

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, New Castle County, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

FOURTH: The aggregate number of all classes of shares of capital stock which the Corporation shall have the authority to issue is one thousand (1,000) shares of common stock, with a par value of \$0.01 per share (the "Common Stock").

FIFTH: The rights, preferences, privileges and restrictions granted or imposed upon the Common Stock are as follows:

Dividends. The holders of the Common Stock shall be entitled to the payment of dividends when and as declared by the board of directors of the Corporation (the "Board") out of funds legally available therefor and to receive other distributions from the Corporation, including distributions of contributed capital, when and as declared by the Board. Any dividends declared by the Board to the holders of the then outstanding Common Stock shall be paid to the holders thereof pro rata in accordance with the number of shares of Common Stock held by each such holder as of the record date of such dividend.

Liquidation, Dissolution or Winding Up. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the funds and assets of the Corporation that may be legally distributed to the Corporation's stockholders shall be distributed among the holders of the then outstanding Common Stock pro rata, in accordance with the number of shares of Common Stock held by each such holder.

Voting. Each holder of Common Stock shall have full voting rights and powers equal to the voting rights and powers of each other holder of Common Stock and shall be entitled to one (1) vote for each share of Common Stock held by such holder. Each holder of Common Stock shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Corporation (as in effect at the time in question) and applicable law on all matters put to a vote of the stockholders of the Corporation.

SIXTH: In furtherance and not in limitation of the power conferred by statute, the Board is expressly authorized to make, alter or repeal the bylaws of the Corporation subject to any limitations contained therein.

SEVENTH: No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for the breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

EIGHTH: Election of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the DGCL. All rights conferred upon stockholders herein are granted subject to this reservation.

TENTH: To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) agents of the Corporation (and any other persons to which the DGCL permits the Corporation to provide indemnification) through bylaw provisions or agreements with such agents or other persons, by vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL, subject only to limits created by the DGCL and applicable decisional law, with respect to actions for breach of duty to the Corporation, its stockholders, and others.

[JOHN DICKINSON PLANTATION](#) | [PHOTO BY JEFFREY ROBER](#)**Department of State: Division of Corporations****HOME**

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[Frequently Asked Questions](#) | [View Search Results](#)**Entity Details****THIS IS NOT A STATEMENT OF GOOD STANDING**

File Number: **0256017** Incorporation Date **03/28/1929**
/ Formation Date: (mm/dd/yyyy)

Entity Name: **SEQUA CORPORATION**

Entity Kind: **CORPORATION** Entity Type: **GENERAL**

Residency: **DOMESTIC** State: **DE**

REGISTERED AGENT INFORMATION

Name: **THE CORPORATION TRUST COMPANY**

Address: **CORPORATION TRUST CENTER 1209 ORANGE STREET**

City: **WILMINGTON** County: **NEW CASTLE**

State: **DE** Postal Code: **19801**

Phone: **(302)658-7581**

Additional Information is available for a fee. You can retrieve Status for a fee of \$10.00 or more detailed information including current franchise tax assessment, current filing history and more for a fee of \$20.00.

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